



Federal Deposit Insurance Corporation

Washington, D.C. 20429

Legal Division

TO: FDIC Outside Counsel

SUBJECT: Implementation of 31 U.S.C. § 1352;
Instructions for Completing Required Form(s)

In accordance with 31 U.S.C. § 1352 (b), all firms that request or receive a "contract" to provide legal services to the FDIC on a matter for which the firm has been or is expected to be paid \$100,000 (fees and expenses) or more must complete and return the FDIC Certification Form 3700/04 (3-91) ("Certification Form"). On the Certification Form your firm certifies whether it has made any payment or has agreed to make any payment prohibited by the Act. Furthermore, if any such payment has or will be made, the firm shall also complete and submit the Disclosure of Lobbying Activities (Standard Form LLL) ("Disclosure Form"). Thus, the Certification Form is required whether or not your firm has engaged in any lobbying activities. The Disclosure Form should be filed only if your firm has engaged in lobbying activities.

Your firm is responsible for determining when the total fees (including expenses) for a legal matter exceed or are expected to exceed \$100,000. Furthermore, your firm is responsible for complying with 31 U.S.C. § 1352 (b) when total fees (including expenses) for a legal matter were initially estimated to be less than \$100,000 and were subsequently amended to exceed \$100,000, or if you received \$100,000 or more for a legal matter.

If your firm **has not** previously filed a Certification Form and a Disclosure Form, if required, in accordance with 31 U.S.C. § 1352 (b), then your firm must file the appropriate form(s) with the FDIC **within 20 days from the date of the engagement**. If your firm **has** previously filed a Certification Form and Disclosure Form, if required, please note that your firm has a continuing duty to update previously filed Certification Forms and Disclosure Forms, pursuant to 31 U.S.C. § 1352 (b)(4)(C). If we do not receive an amended Certification Form and Disclosure Form, if required, then we will assume that no event has occurred that has materially affected the accuracy of a previously filed Certification Form and Disclosure Form.

Completed forms should be returned to the FDIC Legal Division office that issued the specific referral or engagement. Please note that your firm is responsible for ensuring that the forms that you file with the FDIC are accurate. The Act provides that those "persons", i.e. firms, who fail to file the Certification Form or the Disclosure Form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each failure to disclose. 31 U.S.C. § 1352 (c)(2)(A).

The Byrd Amendment, 31 U.S.C. § 1352, (the "Act" or "Byrd Amendment"), prohibits the use of appropriated funds by recipients of a "Federal contract" for purposes of influencing or attempting to influence federal officials in connection with a "Federal action," such as the awarding of a "Federal contract." The Act prohibits "contractors" from using appropriated funds for lobbying in connection with a contract, grant, loan or cooperative agreement with a Federal agency. Furthermore, the Act requires the "contractor" to disclose to the Federal agency involved its lobbying activities connected with such "contract," grant or loan when the "contract" amount exceeds \$100,000 regardless of whether the activities are funded with appropriated funds.

The Act requires that a recipient of a "Federal contract" in excess of \$100,000 must file with the agency certain certification and disclosure forms. Certification and disclosure forms must be filed with the agency in accordance with 31 U.S.C. § 1352 (b)(4):

- (A) with each submission that requests an award of a federal contract, grant, loan, or cooperative agreement;
- (B) upon the receipt of a federal contract, grant, loan, or cooperative agreement; and
- (C) at the end of each calendar quarter in which any event occurs that "materially affects the accuracy of the information contained in any declaration previously filed."

DISCLOSURE OF LOBBYING ACTIVITIES

Approved by OMB 0348-0046

**Complete this form to disclose lobbying activities pursuant to 31 U.S.C. 1352
(See reverse for public burden disclosure)**

<p>1. Type of Federal Action:</p> <div style="display: flex; align-items: flex-start;"> <input style="width: 30px; height: 20px; margin-right: 10px;" type="checkbox"/> <div> <p>a. contract</p> <p>b. grant</p> <p>c. cooperative agreement</p> <p>d. loan</p> <p>e. loan guarantee</p> <p>f. loan insurance</p> </div> </div>	<p>2. Status of Federal Action:</p> <div style="display: flex; align-items: flex-start;"> <input style="width: 30px; height: 20px; margin-right: 10px;" type="checkbox"/> <div> <p>a. bid/offer/application</p> <p>b. initial award</p> <p>c. post-award</p> </div> </div>	<p>3. Report Type:</p> <div style="display: flex; align-items: flex-start;"> <input style="width: 30px; height: 20px; margin-right: 10px;" type="checkbox"/> <div> <p>a. initial filing</p> <p>b. material change</p> </div> </div> <p>For Material Change Only:</p> <p>year _____</p> <p>quarter _____</p> <p>date of last report _____</p>
<p>4. Name and Address of Reporting Entity:</p> <div style="display: flex; justify-content: space-between; margin-top: 20px;"> <div style="display: flex; align-items: center;"> <input style="width: 30px; height: 20px; margin-right: 10px;" type="checkbox"/> Prime </div> <div style="display: flex; align-items: center;"> <input style="width: 30px; height: 20px; margin-right: 10px;" type="checkbox"/> Subawardee </div> </div> <p style="margin-left: 100px;">Tier _____, if known:</p> <p style="margin-left: 100px;">Congressional District, if known:</p>		<p>5. If Reporting Entity in No. 4 is Subawardee, Enter Name and Address of Prime:</p> <p style="margin-top: 20px;">Congressional District, if known:</p>
<p>6. Federal Department/Agency</p>	<p>7. Federal Program Name/Description:</p> <p style="margin-top: 20px;">CFDA Number, if applicable: _____</p>	
<p>8. Federal Action Number, if known:</p>	<p>9. Award Amount, if known:</p> <p style="margin-top: 10px;">\$ _____</p>	
<p>10. a. Name and Address of Lobbying Registrant (if individual, last name, first name, MI.)</p>	<p>b. Individuals Performing Services (including address if different from No. 10 (a) (last name, first name, MI):</p>	
<p>11. Information requested through this form is authorized by title 31 U.S.C. section 1352. This disclosure of lobbying activities is a material representation of fact upon which compliance was placed by the tier above when this transaction was made or entered into. This disclosure is required pursuant to 31 U.S.C. section 1352. This information will be reported to the congress semi-annually and will be available for public inspection. Any person who fails to file the required disclosure shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.</p>		<p>Signature: _____</p> <p>Print Name: _____</p> <p>Title: _____</p> <p>Telephone NO: _____</p> <p>Date: _____</p>
<p>Federal Use Only:</p>		<p>Authorized for Local Reproduction Standard Form - LLL</p>

INSTRUCTIONS FOR COMPLETION OF SF-LLL, DISCLOSURE OF LOBBYING ACTIVITIES

This disclosure form shall be completed by the reporting entity, whether subawardee or prime Federal recipient, at the initiation or receipt of a covered Federal action, or a material change to a previous filing, pursuant to title 31 U.S.C. 1352. The filing of a form is required for each payment or agreement to make payment to any lobbying entity for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with a covered Federal action. Use the SF-LLL-A Continuation Sheet for additional information if the space on the form is inadequate. Complete all items that apply for both the initial filing and material change report. Refer to the implementing guidance published by the Office of Management and Budget for additional information.

1. Identify the type of covered Federal action for which lobbying activity is and/or has been secured to influence the outcome of a covered Federal action.
2. Identify the status of the covered Federal action.
3. Identify the appropriate classification of this report. If this is a follow-up report caused by a material change to the information previously reported, enter the year and quarter in which the change occurred. Enter the date of the last previously submitted report by this reporting entity for this covered Federal action.
4. Enter the full name, address, city, state and zip code of the reporting entity. Include Congressional District, if known. Check the appropriate classification of the reporting entity that designates if it is, or expects to be, a prime or subaward recipient. Identify the tier of the subawardee, e.g., the first subawardee of the prime is the 1st tier. Subawards include but are not limited to subcontracts, subgrants and contract awards under grants.
5. If the organization filing the report in item 4 checks "Subawardee", then enter the full name, address, city, state and zip code of the prime Federal recipient. Include Congressional District, if known.
6. Enter the name of the Federal agency making the award or loan commitment. Include at least one organizational level below agency name, if known. For example, Department of Transportation, United States Coast Guard.
7. Enter the Federal program name or description for the covered Federal action (item 1). If known, enter the full Catalog of Federal Domestic Assistance (CFDA) number for grants, cooperative agreements, loans, and loan commitments.
8. Enter the most appropriate Federal identifying number available for the Federal action identified in item 1 (e.g., Request for Proposal (RFP) number; Invitation for Bid (IFB) number; grant announcement number; the contract, grant, or loan award number; the application/proposal control number assigned by the Federal agency). Include prefixes, e.g., "RFP-DE-90-001."
9. For a covered Federal action where there has been an award or loan commitment by the Federal agency, enter the Federal amount of the award/loan commitment for the prime entity identified in item 4 and 5.
10. (a) Enter the full name, address, city, state and zip code of the lobbying entity engaged by the reporting entity identified in item 4 to influence the covered Federal action.

(b) Enter the full names of the individual(s) performing services, and include full address if different from 10(a). Enter Last Name, First Name, and Middle Initial (MI).
11. The certifying official shall sign and date the form, print his/her name, title, and telephone number.

Public reporting burden for this collection of information is estimated to average 30 minutes per response including time for reviewing instructions, searching existing data needed, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding the burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to the Office of Management and Budget, Paperwork Reduction Project (0348-0046), Washington, D.C. 20503.

To: Federal Deposit Insurance Corporation Legal Division

Dated: _____

**CERTIFICATION REGARDING LOBBYING FOR CONTRACTS, GRANTS, LOANS,
AND COOPERATIVE AGREEMENTS**

The undersigned certifies, to the best of his or her knowledge and belief, that:

- (1) No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of an agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress, in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.
- (2) If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form, - LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.
- (3) The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

Law Firm Name: _____

By: _____
Authorized Signature

Address: _____ *Please Type or Print Name*

_____ *Please Type or Print Title*

Tax ID No. _____